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Proposed Counsel to the Official Committee of  
Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited  
liability company,  
  
Debtor and Debtor in Possession.

Case No.: 8:22-bk-10948-SC

Chapter 11 Case

In re:

FITNESS ANYWHERE LLC, a Delaware  
limited liability company, dba TRX and TRX  
Training,  
  
Debtor and Debtor in Possession.

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' LIMITED  
OBJECTION AND RESERVATION OF  
RIGHTS TO THE DEBTORS' MOTION  
FOR ENTRY OF ORDER (I)  
ESTABLISHING BIDDING  
PROCEDURES FOR FREE AND CLEAR  
SALE OF ASSETS; (II) ESTABLISHING  
PROCEDURES RELATING TO  
ASSUMPTION AND ASSIGNMENT OF  
EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES; (III) APPROVING  
FORMS OF NOTICE; (IV) APPROVING  
FORM OF ASSET PURCHASE  
AGREEMENT; (V) SCHEDULING AN  
AUCTION; (VI) SCHEDULING A SALE  
HEARING; AND (VII) GRANTING  
RELATED RELIEF**

- ☒ Affects both Debtors  
☐ Affects TRX Holdco, LLC only  
☐ Affects Fitness Anywhere, LLC only

DATE: June 30, 2022  
TIME: 10:00 a.m.  
PLACE: \*Via ZoomGov  
Courtroom 5C  
411 West Fourth Street  
Santa Ana, CA 92701

1 The Official Committee of Unsecured Creditors (the “Committee”), through its proposed  
2 undersigned attorneys, hereby submits this limited objection and reservation of rights (this  
3 “Limited Objection”) to *Debtors’ Motion for Entry of Order (I) Establishing Bidding Procedures*  
4 *for Free and Clear Sale of Assets; (II) Establishing Procedures Relating to Assumption and*  
5 *Assignment of Executory Contracts and Unexpired Leases; (III) Approving Forms of Notice; (IV)*  
6 *Approving Form of Asset Purchase Agreement; (V) Scheduling an Auction; (VI) Scheduling a Sale*  
7 *Hearing; and (VII) Granting Related Relief* [Docket No. 89] (the “Bid Procedures Motion”), filed  
8 by the Debtors TRX Holdco, LLC and Fitness Anywhere LLC (jointly, the “Debtors”), and  
9 respectfully states as follows:

10 On June 29, 2022, the Committee retained Sheppard, Mullin, Richter & Hampton LLP  
11 (“Sheppard Mullin”) to serve as its counsel in these bankruptcy cases. The Committee and its  
12 counsel are reviewing the Bid Procedures Motion and the Debtors’ proposed bidding procedures  
13 outlined therein. The Committee and the Debtors are working collaboratively and hope to reach  
14 an agreement on the Debtors’ proposed bidding procedures before the hearing on this matter. The  
15 Committee, however, files this Limited Objection to reserve its rights in all respects to object to  
16 the Bidding Procedures Motion or request that the hearing be adjourned for a short amount of time  
17 to provide the parties additional time to reach an agreement regarding the bidding procedures.

18 Dated: June 30, 2022

19 SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

20  
21 By /s/ Ori Katz  
22 ORI KATZ  
23 JENNIFER NASSIRI  
24 ALEXANDRIA LATTNER  
25 [Proposed] Attorneys for Official Committee of  
26 Unsecured Creditors  
27  
28

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 333 South Hope Street, 43rd Floor, Los Angeles, CA 90071-1422

A true and correct copy of the foregoing document entitled (*specify*): **THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' LIMITED OBJECTION AND RESERVATION OF RIGHTS TO THE DEBTORS' MOTION FOR ENTRY OF ORDER (I) ESTABLISHING BIDDING PROCEDURES FOR FREE AND CLEAR SALE OF ASSETS;(II) ESTABLISHING PROCEDURES RELATING TO ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES; (III) APPROVING FORMS OF NOTICE; (IV) APPROVING FORM OF ASSET PURCHASE AGREEMENT; (V) SCHEDULING AN AUCTION; (VI) SCHEDULING A SALE HEARING; AND (VII) GRANTING RELATED RELIEF** will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) June 30, 2022, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Ron Bender rb@lnbyb.com

Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com

Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com

Jonathan Gottlieb jd@lnbyg.com

Michael J Hauser on behalf of U.S. Trustee United States Trustee (SA)  
michael.hauser@usdoj.gov

Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com

Krikor J Meshefejian kjm@lnbyg.com

Ali M Mojdehi amojdehi@btlaw.com,  
jgertz@btlaw.com;arego@btlaw.com;amattingly@btlaw.com

Christopher O Rivas crivas@reedsmith.com

Lindsey L Smith lls@lnbyg.com,

United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov

☐ Service information continued on attached page.

### **2. SERVED BY UNITED STATES MAIL:**

On (*date*) \_\_\_\_\_, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page.

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (June 30, 2022), I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. be completed no later than 24 hours after the document is filed.

### **SERVED BY OVERNIGHT MAIL**

Honorable Scott C. Clarkson  
U.S. Bankruptcy Court, Ronald Reagan Federal Building  
411 West Fourth Street  
Suite 5130  
Santa Ana, CA 92701-4593

☐ Service information continued on attached page.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 30, 2022	Alexandria G. Lattner	/s/ Alexandria G. Lattner
<i>Date</i>	<i>Printed Name</i>	<i>Signature</i>